

DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017
Tel.: (212) 450-4000
Marshall S. Huebner
Darren S. Klein
Christopher S. Robertson
Sihui Ma
Moshe Melcer
Kayleigh Yerdon

Proposed Counsel to the Debtor and Debtor in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SPIRIT AIRLINES, INC.,

Debtor.¹

Chapter 11

Case No. 24-11988 (SHL)

**NOTICE OF AMENDED AGENDA FOR
HEARING ON FIRST DAY APPLICATIONS AND MOTIONS**

PLEASE TAKE NOTICE that on November 18, 2024 (the “**Petition Date**”), the above-captioned debtor and debtor in possession (the “**Debtor**”) commenced a case by filing a petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that a hearing (the “**First Day Hearing**”) has been scheduled for November 18, 2024 at 4:00 p.m. (prevailing Eastern Time) before the Honorable Sean H. Lane, United States Bankruptcy Judge for the Southern District of New York, in order to consider, among other things, the relief requested by the Debtor in the First Day Pleadings (as defined below).

PLEASE TAKE FURTHER NOTICE the First Day Hearing will be conducted via Zoom for Government. Parties wishing to appear telephonically or participate remotely at the First Day Hearing (whether “live” or “listen only”) must make an electronic appearance through the “eCourtAppearances” tab on the Court’s website: <https://ecf.nysb.uscourts.gov/cgi-bin/nysbAppearances.pl>. Instructions for making a telephonic appearance and additional information on the Court’s telephonic procedures can be found at:

¹ The last four digits of the Debtor’s employer identification number is 7023. The Debtor’s mailing address is 1731 Radiant Drive, Dania Beach, FL 33004.

<https://www.nysb.uscourts.gov/ecourt-appearances>. Once an appearance is properly submitted, the Court will circulate by email the Zoom link to the First Day Hearing to those parties who have made an electronic appearance.

PLEASE TAKE FURTHER NOTICE that copies of the pleadings identified below can be viewed and/or obtained by accessing this Court's website at www.nysb.uscourts.gov, on the website of the Debtor's proposed claims and noticing agent, Epiq Corporate Restructuring, LLC, at <https://dm.epiq11.com/SpiritGoForward>.

PLEASE TAKE FURTHER NOTICE that the First Day Hearing may affect your rights. Please read the below motions and applications to be heard at the First Day Hearing (the "**First Day Pleadings**") carefully and discuss them with your attorney. If you do not have an attorney, you should consider consulting with one.

PLEASE TAKE FURTHER NOTICE that if you oppose the relief requested in the First Day Pleadings, or if you wish to be heard with respect to the First Day Pleadings, then you or your attorney must attend the First Day Hearing. If you or your attorney do not follow the foregoing steps, the Court may decide that you do not oppose the relief requested in the First Day Pleadings and may enter orders granting the relief requested by the Debtor.

I. Introduction.

1. *Voluntary Petition.*
2. *First Day Declaration.* Declaration of Fred Cromer in Support of the Chapter 11 Proceedings and First Day Pleadings [ECF No. 2].

II. Matters Requested to be Heard at First Day Hearing.

3. *DIP Motion.* Motion of Debtors for Entry of Interim and Final Orders, Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 506, 507, and 552, (I) Authorizing the Debtors, Upon Entry of the Final Order, to Obtain Senior Secured Superpriority Post-Petition Financing, (II) Authorizing the Debtors' Use of Cash Collateral, (III) Providing Adequate Protection to Prepetition Secured Parties, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [ECF No. 22].
 - a. **Declaration of Bruce Mendelsohn in Support of Debtors' Motion for Entry of Interim and Final Orders, Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 506, 507, and 552, (I) Authorizing the Debtors, Upon Entry of the Final Order, to Obtain Senior Secured Superpriority Post-Petition Financing, (II) Authorizing the Debtors' Use of Cash Collateral, (III) Providing Adequate Protection to Prepetition Secured Parties, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [ECF No. 26].**
4. *All Trade Motion.* Motion of the Debtor for Entry of Interim and Final Orders (I) Authorizing the Debtors to Satisfy Prepetition Trade Claims in the Ordinary

Course of Business, (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers, and (III) Granting Related Relief [ECF No. 3].

5. ***Wages Motion.*** Motion of the Debtor for Entry of Interim and Final Orders Authorizing (I) the Debtors to (A) Honor Prepetition Employee Obligations and (B) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, (II) Current and Former Employees to Proceed with Outstanding Workers' Compensation Claims, and (III) Financial Institutions to Honor and Process Related Checks and Transfers [ECF No. 5].
6. ***Supplemental Indenture Motion.*** Motion of the Debtor for Entry of an Order Orders Authorizing the Debtor to Enter into the Supplemental Indenture [ECF No. 6].
7. ***Critical Airline Agreements Motion.*** Motion of the Debtor for Entry of Interim and Final Orders (I) Authorizing the Debtors to Satisfy Critical Airline Obligations, (II) Modifying the Automatic Stay, and (III) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers [ECF No. 10].
8. ***Customer Programs Motion.*** Motion of the Debtor for Entry of Interim and Final Orders Authorizing (I) the Debtors to Honor Prepetition Obligations to Customers and Otherwise Continue Customer Practices and (II) Financial Institutions to Honor and Process Related Checks and Transfers [ECF No. 11].
9. ***Noticing Agent 156(c) Application.*** Application of Debtors for Entry of an Order (A) Authorizing and Approving the Appointment of Epiq Corporate Restructuring, LLC as Claims and Noticing Agent to the Debtors and (B) Granting Related Relief [ECF No. 3].
10. ***Ernst & Young Retention Application. Application of the Debtor for Interim and Final Orders Authorizing the Debtors to Employ and Retain Ernst & Young LLP as Audit and Tax Services Provider Nunc Pro Tunc to the Petition Date*** [ECF No. 25].
11. ***Utilities Motion.*** Motion of the Debtor for Entry of Interim and Final Orders (I) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service, (II) Deeming Utilities Adequately Assured of Future Performance, and (III) Establishing Procedures for Determining Requests for Additional Adequate Assurance [ECF No. 9].
12. ***Insurance Motion.*** Motion of the Debtor for Entry of Interim and Final Orders Authorizing (I) the Debtors to (A) Continue and Renew their Liability, Property, Casualty, Surety Bond, and Other Corporate Insurance Programs, and Honor All Obligations in Respect Thereof and (B) Enter into New Premium Financing Agreements and (II) Financial Institutions to Honor and Process Related Checks and Transfers [ECF No. 12].

13. **Cash Management Motion.** Motion of the Debtor for Entry of Interim and Final Orders (I) Authorizing (A) the Debtors to Maintain their Existing Cash Management System, Bank Accounts, and Business Forms, (B) the Debtors to Open and Close Bank Accounts, and (C) Financial Institutions to Administer the Bank Accounts and Honor and Process Related Checks and Transfers, (II) Waiving Deposit and Investment Requirements, and (III) Allowing Intercompany Transactions and Affording Administrative Expense Priority to Post-Petition Intercompany Claims [ECF No. 7].
14. **Tax Attributes Motion.** Motion of the Debtor for Entry of Interim and Final Orders (I) Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Transfers of and Declarations of Worthlessness With Respect to Interests in and Certain Claims Against the Debtors' Estates, (II) Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Transfers of Claims Against the Debtors' Estates, and (III) Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtors' Estates [ECF No. 8].
15. **Taxes and Fees Motion.** Motion of the Debtor for Entry of Interim and Final Orders Authorizing (I) the Debtors to Pay Certain Prepetition Taxes, Governmental Assessments, and Fees and (II) Financial Institutions to Honor and Process Related Checks and Transfers [ECF No. 13].
16. **Creditor List and Personal Information Motion.** Motion of the Debtor for Entry of an Order (I) Waiving the Requirement to File a List of Equity Security Holders, (II) Waiving the Requirement that the Debtors File a List of Creditors and Authorizing a Consolidated List of Creditors in Lieu of Submitting a Formatted Mailing Matrix, (III) Authorizing Parties to Redact Personal Identifying Information, and (IV) Approving the Form and Manner of Notifying Creditors of the Commencement of the Chapter 11 Case and Other Information [ECF No. 15].
17. **Automatic Stay Motion.** Motion of the Debtor for Entry of a Standing Order Confirming the Statutory Protections of the Bankruptcy Code [ECF No. 14].
18. **Schedules Motion.** Motion of the Debtor for Entry of an Order Extending the Time to File Schedules and Statements of Financial Affairs [ECF No. 16].

III. Matters Going Forward At First Day Hearing For Scheduling Purposes Only.

19. **SPA Assumption Motion.** Motion of the Debtor for Entry of an Order Authorizing the Debtor to Assume and Perform Under an Aircraft Sale Agreement with G.A. Telesis LLC (including, without limitation, Selling Aircraft Free and Clear of Encumbrances) [ECF No. 23].
20. **Redaction Motion.** Motion of the Debtor for Entry of an Order Authorizing the Filing of Certain Commercially Sensitive Information Under Seal [ECF No. 17].

[Remainder of page intentionally left blank]

Dated: November 18, 2024
New York, New York

DAVIS POLK & WARDWELL LLP

/s/ Darren S. Klein

450 Lexington Avenue

New York, NY 10017

Tel.: (212) 450-4000

Marshall S. Huebner

Darren S. Klein

Christopher S. Robertson

Moshe Melcer

Proposed Counsel to the Debtor and Debtor in Possession